

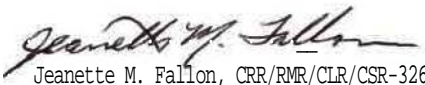
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<p>1 IN THE UNITED STATES BANKRUPTCY COURT 2 EASTERN DISTRICT OF MICHIGAN 3 SOUTHERN DIVISION 4 5 In re Chapter 9 6 CITY OF DETROIT, MICHIGAN, Case No. 13-53846 7 Debtor. Hon. Steven W. Rhodes 8 _____/ 9 VIDEOTAPED DEPOSITION 10 11 DEPONENT: KEVYN ORR 12 DATE: Monday, September 16, 2013 13 TIME: 10:08 a.m. 14 LOCATION: MILLER CANFIELD PADDOCK & STONE PLC 15 150 West Jefferson, Suite 2500 16 Detroit, Michigan 17 REPORTER: Jeanette M. Fallon, CRR/RMR/CSR-3267 18 19 20 21 22 23 24 25</p>	<p>1 APPEARANCES (continued): 2 3 LOWENSTEIN SANDLER LLP 4 By: Sharon L. Levine 5 65 Livingston Avenue 6 Roseland, NJ 07068 7 973.597.2374 8 -and- 9 AFSCME 10 By: Michael L. Artz 11 Tiffany Ricci 12 1101 17th Street, NW 13 Suite 900 14 Washington, D.C. 20036 15 202.775.5900 16 Appearing on behalf of AFSCME 17 18 CLARK HILL PLC 19 By: Jennifer K. Green 20 500 Woodward Avenue, Suite 3500 21 Detroit, MI 48226 22 313.965.8274 23 Appearing on behalf of Retirement Systems 24 25</p>
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<p>1 APPEARANCES: 2 3 JONES DAY 4 By: Gregory M. Shumaker 5 Dan T. Moss 6 51 Louisiana Avenue, NW 7 Washington, D.C. 20001.2113 8 202.879.3939 9 Appearing on behalf of the Debtor 10 11 DENTONS 12 By: Anthony B. Ullman 13 620 Fifth Avenue 14 New York, NY 10020.2457 15 212.632.8342 16 Appearing on behalf of Retirees Committee 17 18 COHEN WEISS AND SIMON LLP 19 By: Peter D. DeChiara 20 330 West 42nd Street 21 New York, NY 10036.6979 22 212.356.0216 23 Appearing on behalf of UAW 24 25</p>	<p>1 APPEARANCES (continued): 2 3 WILLIAMS WILLIAMS RATTNER & PLUNKETT PC 4 By: Ernest J. Essad, Jr. 5 380 N Old Woodward Ave Ste 300 6 Birmingham, MI 48009 7 248.642.0333 8 Appearing on behalf of FGIC 9 10 SIDLEY AUSTIN LLP 11 By: Guy S. Neal (appearing via LiveNote Streaming) 12 1501 K St., NW 13 Washington, D.C. 14 202.736.8000 15 Appearing on behalf of National Public Finance 16 Guarantee Corp. 17 18 WINSTON & STRAWN LLP 19 By: Bianca M. Forde (appearing via LiveNote Streaming) 20 200 Park Avenue 21 New York, NY 10166.4193 22 212.294.4733 23 Appearing on behalf of Assured Guaranty Municipal 24 Corp. 25 ALSO PRESENT: Mark Meyers, videographer</p>



<p style="text-align: right;">Page 21</p> <p>1 Q. Did I -- were you done?</p> <p>2 A. No, no, I was done, yeah.</p> <p>3 Q. Okay. And were your credentials presented that</p> <p>4 presented you as primarily as a bankruptcy lawyer?</p> <p>5 A. As primary as a bankruptcy and restructuring attorney,</p> <p>6 yes.</p> <p>7 Q. And was there any discussion specifically of the</p> <p>8 possibility of a Chapter 9 filing at this</p> <p>9 presentation?</p> <p>10 A. I don't think so. I don't recall -- I don't -- I</p> <p>11 don't -- I don't recall, and the reason I say I don't</p> <p>12 recall is there -- no, wait a minute. I don't know if</p> <p>13 there was a discussion about the City. There was a</p> <p>14 discussion about other Chapter 9 cases, other cities.</p> <p>15 Q. And what specifically do you recall being said about</p> <p>16 the Chapter 9 filings in the other cases? Let me put</p> <p>17 it this way. Did Jones Day refer to experience it had</p> <p>18 in doing other Chapter 9 filings?</p> <p>19 A. Yes, yes, various members of the team referred to that</p> <p>20 experience, yes.</p> <p>21 Q. And is it fair to say that the Chapter 9 experience</p> <p>22 was a substantial part of the pitch that Jones Day was</p> <p>23 making to this committee?</p> <p>24 A. No.</p> <p>25 MR. SHUMAKER: Object to the form.</p>	<p style="text-align: right;">Page 23</p> <p>1 A. I don't recall specific discussions, but there may</p> <p>2 have been. The discussions were more at a high level</p> <p>3 as opposed to detailed level.</p> <p>4 Q. And do you recall at a general level there being</p> <p>5 discussion that Detroit was facing major issues</p> <p>6 regarding its pension and other retirement benefit</p> <p>7 liabilities?</p> <p>8 A. I know, to be candid with you, the pitch book</p> <p>9 contained the information regarding employee benefits</p> <p>10 and labor attorneys. One of the attorneys on the team</p> <p>11 was a labor attorney, but I don't recall there being</p> <p>12 specific discussions in detail about those issues.</p> <p>13 Q. Do you recall in general at the committee discussion</p> <p>14 being raised that Detroit was in fact facing</p> <p>15 substantial issues concerning its pension and other</p> <p>16 retirement benefits and needed to find a way to deal</p> <p>17 with those?</p> <p>18 A. Here again I don't recall specific discussions. There</p> <p>19 may have been. I just don't recall.</p> <p>20 Q. Okay. Let me show you some documents, Mr. Orr.</p> <p>21 A. Thank you.</p> <p>22 Q. You can't thank me until you've seen the documents.</p> <p>23 A. It may refresh my recollection. I just don't recall.</p> <p>24 MR. ULLMAN: Let's mark the first one as</p> <p>25 Orr 1.</p>
<p style="text-align: right;">Page 22</p> <p>1 A. No, it was a component of the presentation.</p> <p>2 Q. That -- you said there was a written presentation or</p> <p>3 written material?</p> <p>4 A. There was a book, yes, there were written materials.</p> <p>5 Q. And do you know whether that's been produced?</p> <p>6 A. I do not.</p> <p>7 MR. ULLMAN: I would like to call for the</p> <p>8 production of that, please.</p> <p>9 MR. SHUMAKER: We'll look into it. I would</p> <p>10 ask here that if you're going to ask for documents</p> <p>11 throughout the deposition, that you follow-up with a</p> <p>12 letter and email.</p> <p>13 MR. ULLMAN: Sure.</p> <p>14 Q. And do you recall whether there was any discussion at</p> <p>15 this presentation as to the major problems that were</p> <p>16 facing Detroit at the time?</p> <p>17 A. I think there were discussions about Detroit's issues,</p> <p>18 various issues at the time, yes.</p> <p>19 Q. And do you recall any discussion about the issues that</p> <p>20 Detroit was facing regarding its pension liabilities?</p> <p>21 A. I don't recall specific discussions and -- no, I don't</p> <p>22 recall specific discussions but there may have been.</p> <p>23 Q. Okay. And the same question for retirement benefits</p> <p>24 in general apart from pension benefits. Do you recall</p> <p>25 any discussion of that?</p>	<p style="text-align: right;">Page 24</p> <p>1 (Marked Exhibit No. 1.)</p> <p>2 Q. Are there other copies of that? Thanks.</p> <p>3 A. Okay.</p> <p>4 Q. Okay, what we're marked as Orr Number 1 is an email,</p> <p>5 bears the Bates stamp ending in 113.</p> <p>6 A. Yes.</p> <p>7 Q. Now, these either -- there are a couple of emails on</p> <p>8 this chain from January of 30 -- January 30, 2013.</p> <p>9 A. Yes.</p> <p>10 Q. And the bottom one states that it's from Richard Baird</p> <p>11 to Corinne Ball. Who is Richard Baird?</p> <p>12 A. Richard Baird is the governor's transition manager on</p> <p>13 contract to the State of Michigan.</p> <p>14 Q. And he says -- the message is to Corinne, sorry I</p> <p>15 missed your call. Basically says, I'm inquiring about</p> <p>16 the potentiality of actually hiring a member of your</p> <p>17 team for the Detroit EM spot.</p> <p>18 A. Yes.</p> <p>19 Q. And is this what you were referring to before in your</p> <p>20 testimony?</p> <p>21 A. Yes. Says, was on the phone with Steve Brogan. He</p> <p>22 can fill you in, but basically thinking about</p> <p>23 potential -- yes, that's what I was talking about.</p> <p>24 Q. And it's your testimony that prior to this you had not</p> <p>25 had discussions with anyone from the State of Michigan</p>

<p style="text-align: right;">Page 37</p> <p>1 be given acknowledgment for the success. Further, it</p> <p>2 might give me the ability to come back to the firm and</p> <p>3 make up for the time that I'd lose if I did this job.</p> <p>4 Q. The job being the Emergency Manager job?</p> <p>5 A. Yes.</p> <p>6 Q. Okay. Now, in the next email that's going up the</p> <p>7 chain that is on the first page you say you wouldn't</p> <p>8 do it.</p> <p>9 A. Yes.</p> <p>10 Q. And when you say you wouldn't do it, again, do you</p> <p>11 have -- what is the it that's being referred to? So</p> <p>12 far no one's ever really identified what nationalizing</p> <p>13 meant.</p> <p>14 A. I'm telling you what I can think, what I meant by this</p> <p>15 writing.</p> <p>16 Q. Okay.</p> <p>17 A. What I meant was I wouldn't necessarily make it a</p> <p>18 national issue and I think I say it would just bring</p> <p>19 in the Demo/Republican polarization on a national</p> <p>20 scale and make Detroit a fall for the agendas of both</p> <p>21 sides, meaning that people would try to use it as an</p> <p>22 allegory for whatever their particular perception was.</p> <p>23 I go on to say that the president would have to</p> <p>24 criticize the trampling of democracy, and that's been</p> <p>25 done here, not by the president I might add, and the</p>	<p style="text-align: right;">Page 39</p> <p>1 filing?</p> <p>2 A. Yes.</p> <p>3 Q. And was this something that you discussed specifically</p> <p>4 with Mr. Moss?</p> <p>5 A. We probably did.</p> <p>6 Q. Okay. And did you discuss the possibility -- so at</p> <p>7 this point it was understood that one possibility, one</p> <p>8 potential route of action, would be to file a Chapter</p> <p>9 9 for Detroit if you took the Emergency Manager job;</p> <p>10 is that right?</p> <p>11 A. Yeah, I think that since we have been reviewing</p> <p>12 background information on Detroit and the possibility</p> <p>13 of a Chapter 9 filing had been mentioned in 2005,</p> <p>14 2006, 2009, 2011, 2012, up until this point, in fact I</p> <p>15 think it was, as I said, I testified earlier this</p> <p>16 morning, the possibility of Chapter 9s in other cities</p> <p>17 have been discussed, that the issue of a potential</p> <p>18 Chapter 9 filing for the City of Detroit was not a</p> <p>19 particularly surprising discussion. That had been</p> <p>20 discussed on many levels in the national press, in the</p> <p>21 local press, it had been recommended by a prior -- in</p> <p>22 2005 I think it was recommended by a prior employee --</p> <p>23 senior employee of the City, so I think that</p> <p>24 discussion was the typical type of discussion that</p> <p>25 you'd have with your colleagues.</p>
<p style="text-align: right;">Page 38</p> <p>1 Republicans would rail against any further federal</p> <p>2 bailouts and that's been said, plus if the feds did</p> <p>3 anything for Detroit, a number of other municipals</p> <p>4 would have their hands out at a time when no one's in</p> <p>5 the mood to dole out federal largess. I think I go on</p> <p>6 to say this is a morass of problems.</p> <p>7 So my thought was there, to be clear, that</p> <p>8 I did not think it, meaning to try to give the issues</p> <p>9 of Detroit national prominence, was particularly</p> <p>10 productive.</p> <p>11 Q. Now, in the top email you write -- or I'm sorry,</p> <p>12 Mr. Moss writes back to you and in the second</p> <p>13 paragraph he goes on to say, it seems the ideal</p> <p>14 scenario would be that Snyder and Bing both agree that</p> <p>15 the best option is simply to go through an orderly</p> <p>16 Chapter 9. And then he goes on to say that that</p> <p>17 avoids a political fight over the scope of any</p> <p>18 appointed Emergency Manager, moves the ball forward.</p> <p>19 And then he goes on to say, appointing Emergency</p> <p>20 Manager whose ability to actually do anything is</p> <p>21 questionable, would only serve to kick the can down</p> <p>22 the wrong path.</p> <p>23 A. Yes.</p> <p>24 Q. And can you tell me -- obviously this is -- Mr. Moss</p> <p>25 here is referring to the possibility of a Chapter 9</p>	<p style="text-align: right;">Page 40</p> <p>1 Q. And were you in fact at this time having those types</p> <p>2 of discussions with your colleagues at Jones Day as to</p> <p>3 the possibilities of a Chapter 9 filing if you took</p> <p>4 the Emergency Manager job and how that would be</p> <p>5 implemented?</p> <p>6 A. Yes, but I don't want to give you the wrong impression</p> <p>7 because I think based upon what I've seen from some of</p> <p>8 the briefing and some of the interrogatories the</p> <p>9 impression is that that was predetermined and that's</p> <p>10 not true. The reality is there was much discussion</p> <p>11 about what the alternatives would be and the need to</p> <p>12 bring something that would bring order and efficiency</p> <p>13 to the process given the number of interests that were</p> <p>14 involved.</p> <p>15 Q. But it was certainly one of the possibilities that was</p> <p>16 on the table as a course that might need to be</p> <p>17 followed; is that right?</p> <p>18 A. Oh, sure, it had been discussed for the better part of</p> <p>19 the prior decade.</p> <p>20 Q. And in fact, Mr. Moss is recommending the simplest</p> <p>21 thing, the best option would be to have the -- Snyder</p> <p>22 and Bing, the mayor and the governor, both agree to go</p> <p>23 through an orderly Chapter 9?</p> <p>24 MR. SHUMAKER: Object to form, calls for</p> <p>25 speculation.</p>

<p>Page 261</p> <p>1 Q. Are you saying --</p> <p>2 A. The following week, yes.</p> <p>3 Q. When you say one of those meetings, are you sure you</p> <p>4 attended June 14th?</p> <p>5 A. No, no, no, when I say one, I mean one of the</p> <p>6 subsequent. I'm sure I attended June 14th. June 10th</p> <p>7 was Monday, June 14th was Friday, my public meeting</p> <p>8 was Monday, June 14th was the all creditors meeting.</p> <p>9 There was subsequent due diligence meetings the</p> <p>10 following week and I recall attending at least one of</p> <p>11 those that week. That was the those I was referring</p> <p>12 to.</p> <p>13 Q. I'm a little confused. Are you sure you attended June</p> <p>14 14th?</p> <p>15 A. Yes.</p> <p>16 Q. Okay. So do you recall whether you attended June</p> <p>17 20th?</p> <p>18 A. I think I did, but I don't recall.</p> <p>19 Q. Okay. What about July 11th?</p> <p>20 A. I don't recall.</p> <p>21 Q. Okay. So I already asked you about whether at the</p> <p>22 June 14th meeting you said anything to the effect of</p> <p>23 that this was not a negotiation. Let me ask you the</p> <p>24 same question for the June 20th and July 11th. Do you</p> <p>25 recall at that -- at those meetings saying anything to</p>	<p>Page 263</p> <p>1 A. Yes, I believe so.</p> <p>2 Q. Okay. And some of those individuals spoke?</p> <p>3 A. Yes.</p> <p>4 Q. Okay. Do you recall whether at any of those meetings</p> <p>5 that you attended whether any of the other individuals</p> <p>6 who were there on behalf of the City said words to the</p> <p>7 effect of this is not a negotiation?</p> <p>8 A. Do I recall? No.</p> <p>9 Q. At the June 20th meeting, is it true that the</p> <p>10 attendees, and by the attendees I mean the people who</p> <p>11 were not there on behalf of the City but the other</p> <p>12 people, that in order to be heard they needed to fill</p> <p>13 out a card and submit the card to someone who was</p> <p>14 running the meeting? Is that how things worked?</p> <p>15 A. Where was the June 20th meeting?</p> <p>16 Q. I don't know.</p> <p>17 A. I -- I know at my June 10th meeting that we had</p> <p>18 speakers. I don't recall. I don't recall June 20.</p> <p>19 Q. Let me clarify. Let's talk about the June 14th</p> <p>20 meeting, the one you're sure you attended.</p> <p>21 A. Right.</p> <p>22 Q. Was there a system in place at that meeting where for</p> <p>23 an attendee to be heard he or she had to write -- fill</p> <p>24 out a card and submit it?</p> <p>25 A. Yes, I believe so.</p>
<p>Page 262</p> <p>1 the effect of this is not a negotiation?</p> <p>2 A. I may have. As I've said several times today, you</p> <p>3 know, bargaining negotiations is suspended for five</p> <p>4 years so I may have said that, but I don't recall.</p> <p>5 Q. And again, if there were witnesses who testified they</p> <p>6 heard you say that at one or more of these meetings,</p> <p>7 would you be in a position to deny that?</p> <p>8 A. I don't know if I would deny it or if I would confirm</p> <p>9 it. I mean, their recollection of what was said could</p> <p>10 be different than mine or what they heard.</p> <p>11 Q. Did you attend a meeting on July 10th with creditors?</p> <p>12 A. I may have.</p> <p>13 Q. Same question for July 10th. Do you recall saying</p> <p>14 anything to the effect that that meeting was not a</p> <p>15 negotiation?</p> <p>16 A. I think I generally, when I would go to these</p> <p>17 meetings, say we're having discussions and exchange,</p> <p>18 but I would try -- if I said this is not a</p> <p>19 negotiation, I would try to make sure that I did not</p> <p>20 waive the suspension of bargaining under 436, so I may</p> <p>21 have said that, yes.</p> <p>22 Q. You may have said what?</p> <p>23 A. This is not a negotiation, yeah, I may have said that.</p> <p>24 Q. Okay. Apart from you there were others who attended</p> <p>25 those meetings on behalf of the City; correct?</p>	<p>Page 264</p> <p>1 Q. Okay, and describe how -- how did that -- what was</p> <p>2 that process, how did that work?</p> <p>3 A. That process was arranged by my staff. My</p> <p>4 understanding is that if people wanted to speak, they</p> <p>5 could fill out a card and a question would be asked</p> <p>6 and members who were on the DS on the panel would</p> <p>7 answer the question.</p> <p>8 Q. Who would read out the card?</p> <p>9 A. Initially it was the -- someone I believe on my staff</p> <p>10 or some of my consultant's staff, but toward the end</p> <p>11 of the meeting people just started asking questions</p> <p>12 outright.</p> <p>13 Q. Did -- that same process of attendees having to fill</p> <p>14 out a card, did that occur at any of the other</p> <p>15 meetings? And by the other meetings I mean either</p> <p>16 June 20th, July 10th or July 11th?</p> <p>17 A. I don't recall.</p> <p>18 Q. It may have?</p> <p>19 A. It may have, but I don't recall.</p> <p>20 Q. Okay. Have you ever in your career as an attorney</p> <p>21 attended a negotiation session of any kind?</p> <p>22 A. Yes.</p> <p>23 Q. Have you ever been at a negotiation session where one</p> <p>24 side or the other has to fill out a card and have it</p> <p>25 read by someone else to be heard?</p>

<p style="text-align: right;">Page 301</p> <p>1 pursuant to my contract and in fact I have not been</p> <p>2 seeking any benefits under that contract such as</p> <p>3 commuting expense, healthcare, malpractice insurance,</p> <p>4 directors and officers insurance. In fact, I've been</p> <p>5 subsidizing my efforts out of my own pocket.</p> <p>6 MS. GREEN: If that situation changes and</p> <p>7 private funds are provided, I would request a standing</p> <p>8 request for supplementation to be made aware if that</p> <p>9 happens.</p> <p>10 MR. SHUMAKER: I'm sure --</p> <p>11 MS. GREEN: I'm directing that to your</p> <p>12 counsel. You don't have to personally let me know.</p> <p>13 MR. SHUMAKER: We'll look into that if that</p> <p>14 would happen.</p> <p>15 MS. GREEN: I appreciate that.</p> <p>16 THE WITNESS: I have not asked and there is</p> <p>17 no intent or expectation in that regard.</p> <p>18 Q. The -- I have one last question.</p> <p>19 We talked about the draft of the petition</p> <p>20 being prepared by Jones Day. There were media reports</p> <p>21 that the City was planning to file on Friday, July</p> <p>22 19th. Do you recall seeing those?</p> <p>23 A. Yes.</p> <p>24 Q. What was it that made the City -- that prompted the</p> <p>25 City to file them instead on July 18th at 4:06 p.m.?</p>	<p style="text-align: right;">Page 303</p> <p>1 counsel present?</p> <p>2 A. No.</p> <p>3 Q. And are you not willing to answer even what topics --</p> <p>4 in broad categories of topics that were discussed?</p> <p>5 MR. SHUMAKER: Again, to the extent that</p> <p>6 they reveal what the communications are, I'm going to</p> <p>7 instruct him not to answer.</p> <p>8 Q. Do you know if anyone else from your team had</p> <p>9 conversations, outside of conversations with counsel,</p> <p>10 relating to the timing of the filing?</p> <p>11 A. There may have been conversations. I'm not aware of</p> <p>12 any specific ones.</p> <p>13 MS. GREEN: I don't have any further</p> <p>14 questions. Do you have follow-up?</p> <p>15 MR. SHUMAKER: Thank you, counsel.</p> <p>16 THE VIDEOGRAPHER: This concludes the</p> <p>17 deposition and we're going off the record at 6:12 p.m.</p> <p>18 (Deposition adjourned at 6:12 p.m.)</p> <p>19 * * *</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>
<p style="text-align: right;">Page 302</p> <p>1 A. Counselor, just because they're media reports doesn't</p> <p>2 mean that that was accurate.</p> <p>3 Q. Was there ever a plan to file them on the 19th?</p> <p>4 Setting aside what the media reported, was there a</p> <p>5 plan to file them on the 19th?</p> <p>6 A. No, my plan was to have the permission, the authority,</p> <p>7 to file them and make that call at some point after I</p> <p>8 transmitted my letter of July 16.</p> <p>9 Q. Were any of your conversations on the 18th or the 17th</p> <p>10 relating to the timing of the petition?</p> <p>11 A. Outside of communications with counsel?</p> <p>12 MR. SHUMAKER: I'm going to object to the</p> <p>13 form just -- I'm not following your question,</p> <p>14 counselor.</p> <p>15 Q. Were any of the conversations that you had on the 17th</p> <p>16 or the 18th with, for instance, the governor, we've</p> <p>17 talked about these conversations, were any of those</p> <p>18 conversations relating to the timing of the filing</p> <p>19 itself?</p> <p>20 MR. SHUMAKER: Again, to the extent that</p> <p>21 you're going to go into the content of the</p> <p>22 conversations where counsel was present between</p> <p>23 Mr. Orr and the governor, I'm going to instruct him</p> <p>24 not to answer.</p> <p>25 Q. Were there any conversations that you had without</p>	<p style="text-align: right;">Page 304</p> <p>1 State of Michigan)</p> <p>2 County of Genesee)</p> <p>3 Certificate of Notary Public</p> <p>4 I certify that this transcript is a complete, true and</p> <p>5 correct record of the testimony of the witness held in this</p> <p>6 case.</p> <p>7 I also certify that prior to taking this deposition,</p> <p>8 the witness was duly sworn or affirmed to tell the truth.</p> <p>9 I further certify that I am not a relative or an</p> <p>10 employee of or an attorney for a party; and that I am not</p> <p>11 financially interested, directly or indirectly, in the</p> <p>12 matter.</p> <p>13 WITNESS my hand this 19th day of September,</p> <p>14 2013.</p> <p>15</p> <p>16</p> <p>17 </p> <p>18 Jeanette M. Fallon, CRR/RMR/CLR/CSR-3267</p> <p>19 Certified Realtime Reporter</p> <p>20 Registered Merit Reporter</p> <p>21 Certified LiveNote Reporter</p> <p>22 Certified Shorthand Reporter</p> <p>23 Notary Public, Genesee, Michigan</p> <p>24 Acting in Oakland County, Michigan</p> <p>25 My Commission Expires: 9-19-18</p>

<p style="text-align: right;">Page 308</p> <p>1 UNITED STATES BANKRUPTCY COURT 2 EASTERN DISTRICT OF MICHIGAN 3 SOUTHERN DIVISION 4 -----X 5 IN RE) Chapter 9 6 CITY OF DETROIT, MICHIGAN,) Case No. 13-53846 7 Debtor.) Hon. Steven W. Rhodes 8 -----X 9 10 11 CONTINUED VIDEOTAPED DEPOSITION of 12 KEYVN D. ORR 13 Volume II 14 Washington, D.C. 15 Friday, October 4, 2013 16 17 18 Pages: 308 - 496 19 Reported by: Cindy L. Sebo, RMR, CSR, RPR, CRR, 20 CCR, CLR, RSA 21 Assignment Number: 14008 22 File Number: 105824</p>	<p style="text-align: right;">Page 310</p> <p>1 APPEARANCES: 2 3 JONES DAY 4 For the Debtor: 5 51 Louisiana Avenue, Northwest 6 Washington, D.C. 20001-2113 7 202.879.3939 8 BY: GREGORY M. SHUMAKER, ESQUIRE 9 gshumaker@jonesday.com 10 BY: DAN T. MOSS, ESQUIRE 11 dtmoss@jonesday.com 12 13 DENTONS US LLP 14 For the Retirees Committee: 15 1221 Avenue of the Americas 16 New York, New York 10020-1089 17 212.632.8342 18 BY: ANTHONY B. ULLMAN, ESQUIRE 19 anthony.ullman@dentons.com 20 21 22</p>
<p style="text-align: right;">Page 309</p> <p>1 October 4, 2013 2 11:11 a.m. 3 4 5 Continued Videotaped Deposition of KEYVN D. 6 ORR held at the law offices of: 7 8 Jones Day 9 51 Louisiana Avenue, Northwest 10 Washington, D.C. 20001 11 12 13 14 15 16 Pursuant to notice, before Cindy L. Sebo, 17 Registered Merit Reporter, Certified Shorthand 18 Reporter, Registered Professional Reporter, 19 Certified Real-Time Reporter, Certified Court 20 Reporter, Certified LiveNote Reporter, Real-Time 21 Systems Administrator, a Notary Public in and for 22 the District of Columbia.</p>	<p style="text-align: right;">Page 311</p> <p>1 APPEARANCES (Continued): 2 3 LOWENSTEIN SANDLER LLP 4 For the AFSCME: 5 65 Livingston Avenue 6 Roseland, New Jersey 07068 7 973.597.2374 8 BY: SHARON L. LEVINE, ESQUIRE 9 slevine@lowenstein.com 10 11 COHEN, WEISS AND SIMON LLP 12 For the United Auto Workers Union: 13 330 West 42nd Street 14 New York, New York 10036-6979 15 212.356.0216 16 BY: PETER D. DECHIARA, ESQUIRE 17 pdechiara@cwsny.com 18 19 20 21 22</p>



<p style="text-align: right;">Page 360</p> <p>1 ASME's motion, so I'm not even certain that it's 2 proper that Mr. Ullman be asking questions. 3 Secondly, this is -- Mr. Ullman can 4 identify it, but this document is the Jones Day 5 presentation to the City of Detroit on January 6 29th, 2013. 7 I don't see how that funnels into the 8 request that was made to Judge Rolls -- Rhodes 9 regarding three hours of deposition testimony 10 concerning Mr. Orr's communications with State 11 officials in the presence of legal counsel since 12 his appointment as emergency manager. 13 That said, this document was produced 14 after the deposition, and I'm going to let you go 15 into it. But I am going to say -- 16 MR. ULLMAN: I -- 17 MR. SHUMAKER: -- within reason -- 18 MR. ULLMAN: -- I don't -- I don't 19 intend to dwell very long on it -- 20 MR. SHUMAKER: Okay. 21 MR. ULLMAN: -- and I appreciate your 22 recognition. This was produced after the last</p>	<p style="text-align: right;">Page 362</p> <p>1 time; is that correct? 2 A. Yes, when I said the end of January. 3 It's commonly referred to as a "pitch book." 4 Q. Okay. And you -- you were part of 5 the Jones Day team, and your picture appears on 6 Page 3 of this document; is that right? 7 A. Yes, I was part of the presentation 8 team, yes. 9 Q. Okay. And did you have any role in 10 the preparation of this document? 11 A. Yes. I mean, it -- it was a 12 collaborative effort from a number of different 13 attorneys in the Jones Day law firm, but I was 14 involved in that process as well. 15 Q. Okay. And did you review the 16 document -- can we refer to this as the pitch 17 book? 18 A. Yes. 19 Q. Okay. Did you -- did you review the 20 pitch book, Exhibit 21, before it -- before the 21 presentation? 22 A. Yes.</p>
<p style="text-align: right;">Page 361</p> <p>1 deposition. 2 BY MR. ULLMAN: 3 Q. Okay. Mr. -- 4 THE COURT REPORTER: I have to mark 5 it there first. 6 BY MR. ULLMAN: 7 Q. Okay. Mr. Orr, what we've marked as 8 Exhibit 21 is entitled, Presentation to the City 9 of Detroit; Detroit, Michigan, January 29, 2013 10 from Jones Day. 11 Can you identify this document for 12 me, Mr. Orr? 13 A. Yes. 14 Q. Okay. And what is it, please? 15 A. I believe it's a slide deck 16 presentation to the City of Detroit for a -- in 17 response to a solicitation the firm received for 18 representation regarding potential restructuring 19 work on behalf of the City dated January 29th, 20 2013 marked confidential. 21 Q. Okay. And this is in connection with 22 the presentation that you testified about last</p>	<p style="text-align: right;">Page 363</p> <p>1 Q. Okay. And I just note -- I'm not 2 going to go into my particular specifics here, but 3 if, for example, just picking one, if you look at 4 Page 18, there's what's called Speaker Notes, 5 which -- I assume this was a PowerPoint 6 presentation, so someone would be talking -- 7 speaking orally as a slide goes on the screen; is 8 that right? 9 A. Well, it was -- it -- it -- it -- it 10 could have been a PowerPoint. As I recall, we did 11 not -- there weren't PowerPoint capabilities, so 12 we intended to work off the document -- 13 Q. Um-hum. 14 A. -- but the discussion, within a 15 minute or two, veered away from the document and 16 more was a dialogue, so . . . 17 Q. Okay. So what we have as Exhibit 21 18 was the -- the internal -- at least was this 19 internal version of the pitch book; in other 20 words, were there speaker notes? 21 A. Yes, were the speaker -- this -- 22 the -- the speaker notes were not presented to --</p>

<p style="text-align: right;">Page 364</p> <p>1 Q. That's --</p> <p>2 A. -- the review team.</p> <p>3 Q. -- that's what I wanted to clarify.</p> <p>4 A. Yes.</p> <p>5 Q. Okay. And when you say that you</p> <p>6 reviewed the document before -- before it went out</p> <p>7 in its final form to the -- to the people you were</p> <p>8 pitching to at the meeting, you know, with the</p> <p>9 City, you reviewed the speaker notes as well?</p> <p>10 A. Mr. Ullman, to be honest, I -- I</p> <p>11 reviewed -- I can't be -- this document was not</p> <p>12 generated solely by me --</p> <p>13 Q. I understand.</p> <p>14 A. -- it was generated by a team effort.</p> <p>15 I think I reviewed a number of</p> <p>16 different drafts of the document. I'm not -- I --</p> <p>17 I believe I reviewed the final draft of the pitch</p> <p>18 book that went out. I am not sure I reviewed the</p> <p>19 final draft of the draft of the speaker notes,</p> <p>20 because at that time, I think I was involved in</p> <p>21 the actual mediation of another matter. So I was</p> <p>22 doing this in between some other matters.</p>	<p style="text-align: right;">Page 366</p> <p>1 who should be on the team, who should be on the</p> <p>2 representation team, what -- what potential legal</p> <p>3 services might be necessary.</p> <p>4 And, for instance, at the back, you</p> <p>5 have team members, things along those lines,</p> <p>6 but -- but there was no specific section that was</p> <p>7 dedicated solely to me.</p> <p>8 Q. Okay. I'm not asking whether it was</p> <p>9 dedicated solely to you, but whether you had</p> <p>10 primary responsibility for preparing.</p> <p>11 A. No.</p> <p>12 Q. Okay.</p> <p>13 A. No.</p> <p>14 Q. And I think you indicated that the</p> <p>15 slides themselves were given over to the City at</p> <p>16 the meeting or -- was it the City or the State?</p> <p>17 I'm trying to remember, did you --</p> <p>18 A. It -- it was a review team composed</p> <p>19 of I think --</p> <p>20 Q. Buckfire was there?</p> <p>21 A. -- the -- the investment bankers were</p> <p>22 there --</p>
<p style="text-align: right;">Page 365</p> <p>1 But generally speaking, I'm familiar</p> <p>2 with this document.</p> <p>3 Q. Okay. And was there -- was there</p> <p>4 anything in the document that you disagreed with?</p> <p>5 MR. SHUMAKER: Object to the form.</p> <p>6 THE WITNESS: Without reviewing it</p> <p>7 today, generally speaking, no.</p> <p>8 BY MR. ULLMAN:</p> <p>9 Q. Okay. And can you tell me were there</p> <p>10 any particular portions of Exhibit 21 that you had</p> <p>11 primary responsibility for preparing?</p> <p>12 A. No. The -- the document evolved</p> <p>13 through -- as you are probably familiar with the</p> <p>14 pitch books for attorneys seeking legal work, the</p> <p>15 document evolves as you go through it, a number of</p> <p>16 conversations, e-mails with a number of different</p> <p>17 sources.</p> <p>18 I don't recall being -- I don't</p> <p>19 recall looking at this document and saying, oh, I</p> <p>20 only did Pages 23 through 23 [verbatim], for</p> <p>21 instance. I may have commented and edited</p> <p>22 different pages. I may have made suggestions on</p>	<p style="text-align: right;">Page 367</p> <p>1 Q. Yeah.</p> <p>2 A. -- for the City who had been</p> <p>3 retained, the City representatives were there and</p> <p>4 the State representatives were there.</p> <p>5 Q. Okay. I'll talk -- call that the --</p> <p>6 the review team --</p> <p>7 A. Review team --</p> <p>8 Q. -- is that the term you like?</p> <p>9 Okay --</p> <p>10 A. -- yeah.</p> <p>11 Q. -- so as I understand what you're</p> <p>12 saying, the -- the -- the slides themselves were</p> <p>13 present -- given over to the review team as a --</p> <p>14 a -- a bound --</p> <p>15 A. Yes.</p> <p>16 Q. -- volume or attached in some way?</p> <p>17 A. Yes, the -- the -- the slide deck as</p> <p>18 the pitch book was given to the review team.</p> <p>19 Q. Okay. And then, at the presentation,</p> <p>20 were -- how did that work? Did you -- did people</p> <p>21 sort of go through the slides orally and then --</p> <p>22 and -- and make comments as they were going</p>